



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900
RECORDATION NO. 8839 Filed 1425

May 22, 1984

4-144A078

MAY 23 1984 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne

Secretary

Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 8839 Filed 1425

No.

MAY 23 1984

Date

Fee \$

20.00

INTERSTATE COMMERCE COMMISSION ICC Washington, D.C.

Dear Mr. Secretary:

Re: Conditional Sale Agreement, Lease of Railroad
Equipment and Related Assignment Agreements among
Toledo, Peoria & Western Railroad Company, New
England Merchants Leasing Corporation B-3 and
Commercial National Bank of Peoria

Enclosed herewith please find two copies each of the
documents described below to be recorded pursuant to
Section 11303 of Title 49 of the U.S. Code.

These related documents are: (1) a verified copy of the
Agreement and Plan of Merger of The Toledo, Peoria & Western
Railroad Company into The Atchison, Topeka and Santa Fe Railway
Company, dated June 28, 1983; and (2) a certified copy of the
Certificate of Ownership and Merger Merging Toledo, Peoria &
Western Railroad Company into The Atchison, Topeka and Santa Fe
Railway Company pursuant to General Corporation Law of the
State of Delaware, dated October 19, 1983 and effective at
midnight on December 31, 1983. Pursuant to these documents,
the Toledo, Peoria & Western Railroad Company ("TP&W") is
merged into The Atchison, Topeka and Santa Fe Railway Company
("ATSF"), ATSF is the corporation surviving the merger, and
ATSF assumes all rights, obligations and liabilities of the
TP&W. Both documents are secondary documents.

The captioned primary documents to which both of these
documents are connected is recorded under Recordation No. 8839.

We request that the documents be cross-indexed.

The name and address of the sole surviving party to these
documents are:

The Atchison, Topeka and Santa Fe
Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

For the convenience of the parties, I have enclosed five
(5) additional copies of each document which I should like to
have returned to me bearing the recordation information.

Mr. James H. Bayne
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May 22, 1984

A check in the amount of \$20 is also enclosed in the payment of the Commission's prescribed recordation fee for each document.

Very truly yours,



Gus Svolos
Vice President-Law

JQG/lmm

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

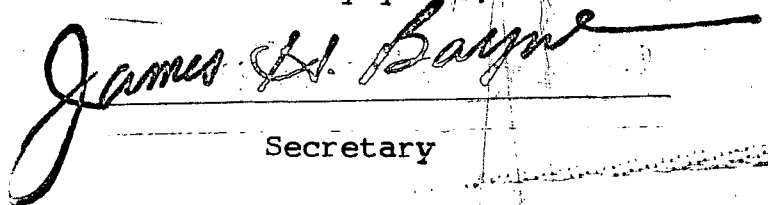
5/23/84

OFFICE OF THE SECRETARY

Gus Svolos
Vice President-Law
Atchison, Topeka & Santa Fe RYW. Co.
80 East Jackson Blvd.
Chicago, Ill. 60604
Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5/23/84** at **11:45am** and assigned re-recording number(s) **.8839-D, 8839-E, 9747- 9747-**

Sincerely yours,


Secretary

Enclosure(s)

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RECORDATION NO. 8839 Filed 1923
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INTERSTATE COMMERCE COMMISSION

AGREEMENT AND PLAN OF MERGER
OF
TOLEDO, PEORIA & WESTERN RAILROAD COMPANY
A DELAWARE CORPORATION

INTO

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
A DELAWARE CORPORATION

THIS AGREEMENT AND PLAN OF MERGER dated this 28 day of June, 1923, between the Toledo, Peoria & Western Railroad Company (TP&W), a corporation duly organized and existing under the laws of the state of Delaware, the general office of which is located at 2000 East Washington Street, East Peoria, Illinois 61611, and The Atchison, Topeka and Santa Fe Railway Company (Santa Fe), a corporation duly organized and existing under the laws of the state of Delaware, the general office of which is located at 80 East Jackson Boulevard, Chicago, Illinois 60604.

WHEREAS, Santa Fe is the record and equitable owner of 100% of the TP&W Common Stock and;

WHEREAS, the directors of the TP&W and Santa Fe believe it to be in the best interests of both corporations and their respective stockholders that the TP&W be merged into Santa Fe;

NOW THEREFORE, in consideration of the premises and the mutual agreements and undertakings herein set forth, TP&W and Santa Fe, in accordance with the Delaware Corporation Law do hereby agree as follows:

1. On the effective date of the merger, TP&W shall be merged into Santa Fe and Santa Fe shall be the surviving corporation and on and after the effective date of the merger said corporation shall continue to exist as a corporation organized under the laws of the State of Delaware.

2. On the effective date of the merger, the separate existence of TP&W shall cease, and all of its assets, property, rights, privileges, leases, patents and franchises, of whatsoever nature and description, subject to all of its mortgages, liabilities and obligations shall be transferred to, vest in, and devolve upon Santa Fe as the surviving corporation, without further act or deed. All rights of creditors shall be preserved unimpaired and all debts, liabilities and duties shall attach to Santa Fe and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. The officers and boards of directors of Santa Fe and TP&W are authorized to execute all deeds, assignments and documents of every nature which may be necessary to effectuate a full and complete transfer of ownership of such property and liabilities

to Santa Fe. Confirmatory deeds, assignments or like instruments, when deemed desirable by Santa Fe to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of TP&W by the last acting officers thereof or by the corresponding officers of the surviving corporation.

3. The officers and directors of Santa Fe shall be the officers and directors of the surviving corporation, who shall hold office until their successors are duly elected and qualified under the provisions of the By-Laws of the surviving corporation.

4. The capital structure of TP&W consists of 90,000 shares of common stock, all of which are issued and outstanding. Santa Fe owns all of the outstanding shares of common stock and all of these shares shall be cancelled on the effective date of the merger, by virtue of the merger.

5. The Restated Certificate of Incorporation and By-Laws of The Atchison, Topeka and Santa Fe Railway Company, as the surviving corporation, shall continue in full force and effect and shall not be amended as part of this merger.

6. The number of authorized shares of the capital stock of the surviving corporation, Santa Fe, are as follows: 100 shares, each with a \$10 par value.

7. The merger provided for in this Agreement shall take effect at midnight December 31, 1983, only if the merger of TP&W and Santa Fe upon the terms and conditions herein provided shall have been approved by the Interstate Commerce Commission, as provided in the applicable sections of the Interstate Commerce Act and the regulations promulgated thereunder.

8. The respective Boards of Directors of TP&W and Santa Fe shall have the right to withdraw from the transaction and terminate this Agreement and Plan of Merger at any time prior to the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

For the convenience of the parties hereto and to facilitate the filing and recording of this Agreement and Plan of Merger, counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, This Agreement and Plan of Merger has been executed on behalf of Santa Fe and TP&W by their respective officers thereunto duly authorized and their respective corporate seals duly attested hereunto affixed as of the day and year first written.

ATTEST:

/s/ George Kacocha
Secretary ~~and Treasurer~~

CORPORATE SEAL OF
The Toledo, Peoria and
Western Railroad Company

ATTEST:

/s/ T. M. McGovern
Assistant Secretary

CORPORATE SEAL
The Atchison, Topeka and
Santa Fe Ry. Co.

TOLDEO, PEORIA & WESTERN
RAILROAD COMPANY

/s/ R. E. McMillan
R. E. McMILLAN
President ~~and Chief~~
~~Executive Officer, The Toledo,~~
Peoria and Western Railroad
Company

and

/s/ George Kacocha
Secretary ~~and Treasurer~~

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

/s/ Lawrence Cena
LAWRENCE CENA
President and Chief Executive
Officer, The Atchison, Topeka
and Santa Fe Railway Company

T. M. McGovern
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

AFFIDAVIT
OF
ASSISTANT SECRETARY

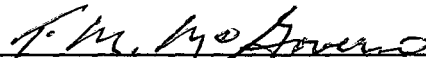
Having been first duly sworn and on his oath, the Affiant,
T. M. McGovern, hereby states as follows:

1. That he is a duly elected and qualified Assistant
Secretary of The Atchison, Topeka and Santa Fe Railway Company
("ATSF") and as such is familiar with the records and documents
of ATSF.

2. That he has compared the attached copy of the "Agreement
and Plan of Merger of the Toledo, Peoria & Western Railroad
Company into The Atchison, Topeka and Santa Fe Railway Company",
dated June 28, 1983 with the original thereof and does find the
attached copy to be complete and identical in all respects to
the original document.

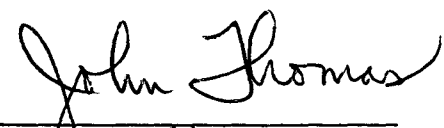
FURTHER AFFIANT SAITH NOT

Executed this 31st day of May 1984.


T. M. McGovern

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 22nd day of May 1984, before me personally
appeared Mr. T. M. McGovern to me known to be the person
described in and who executed the foregoing instrument and
he acknowledged that he executed the same as his free act and
deed.


Notary Public

My Commission Expires Feb. 3, 1985

My commission expires _____